

**CORE LABORATORIES N.V.**  
**AUDIT COMMITTEE CHARTER**  
**(Updated May 2018)**

This Charter governs the operations of the Audit Committee (the "**Committee**"), a standing committee of the Board of Supervisory Directors (the "**Board**") of Core Laboratories N.V. (the "**Company**").

**Organization & Composition**

The Audit Committee shall review and reassess the adequacy of the Charter at least annually and recommend proposed changes to the Board for approval.

The Audit Committee shall be composed of at least three Directors who are independent of the management of the Company, are free of any relationship that, in the opinion of the Board, would interfere with their exercise of independent judgment as a committee member, and who shall meet the independence and experience requirements of the New York Stock Exchange (the "**NYSE**"), Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "**Exchange Act**"), the rules and regulations of the Securities and Exchange Commission (the "**SEC**") and, to the extent consistent therewith, the provisions of the Dutch Corporate Governance Code (the "**Code**"), in each case as applicable to the Company. Each committee member must be financially literate and at least one member shall be an audit committee financial expert as defined by the SEC and, to the extent consistent therewith, the Code. If a member of the Committee serves on more than three audit committees of public companies (including the Company's Audit Committee), the Board shall determine that such person's membership on those other audit committees will not impair that person's ability to serve effectively on the Company's Audit Committee, and the Company shall disclose such determination in the Company's annual proxy statement. The Board shall designate one member of the Committee as its chairperson (the "**Chair**") who shall not be the chairperson of the Board.

The Audit Committee should hold at least four quarterly meetings each year and as many additional special meetings as may be necessary to carry out its responsibilities.

**Statement of Policy**

The Audit Committee was established to assist the Board in fulfilling its oversight responsibility to the shareholders, the investment community and others relating to the quality, integrity and reliability of the Company's financial statements and financial reporting process, its accounting systems and internal controls, the independence and qualifications of the independent auditors, the independent audit and periodic reviews of the Company's financial statements, the internal audit function and compliance with laws and regulations and with policies established by management and the Board. In so doing, the Audit Committee shall endeavor to facilitate open communication among the Directors, the independent auditors, the internal auditors and management of the Company.

**Responsibilities**

The primary responsibility of the Audit Committee is to oversee the Company's accounting and financial reporting process on behalf of the Board and report the results of its activities to the Board. To fulfil this obligation, the Audit Committee relies upon management for the preparation and accuracy of the

Company's financial statements and for establishing effective internal controls and procedures to ensure the Company's compliance with applicable accounting standards, financial reporting procedures, laws and regulations. It is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditors. The Audit Committee also relies on the internal auditors to test and report on the internal controls and control environment, and on the internal auditors for an independent audit in accordance with applicable professional standards. Furthermore, it is not the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditor or to assure compliance with laws and regulations. The Audit Committee may assist in helping to resolve such disagreements, if any. In carrying out its responsibilities, the Audit Committee will:

### **Financial Reporting Responsibilities**

- Obtain a clear understanding with management and the independent auditors that the independent auditors are ultimately accountable to the Board and the Audit Committee, as representatives of the Company's shareholders, for their performance in conducting the annual audit and periodic reviews of the financial statements. The Audit Committee shall have the authority to evaluate the performance and independence of the independent auditors and, where appropriate, replace the independent auditors.
- On an annual basis, select and engage the independent auditors to audit the annual financial statements of the Company, subject to approval by the shareholders. Any independent auditors selected by the Committee shall be a "registered public accounting firm" as required by Section 10A-3(b)(2) of the Securities Exchange Act of 1934.
- Periodically, but at least annually, obtain and review a written report from the independent auditors regarding all relationships between the independent auditors and the Company that may impact the independent auditors' objectivity and independence, including a review of the nature of all services and related fees provided by the independent auditors, which report shall include a statement from the independent auditors with respect to such firm's independence, and discuss such report with the independent auditors. The Committee shall also consider any appropriate action in response to the written report necessary to satisfy itself of the independence and objectivity of the independent auditors.
- Meet with the independent auditors and financial management of the Company to review the scope and estimated costs of the proposed audit for the current year and the audit procedures to be utilized, and at the conclusion thereof review such audit, including any comments or recommendations of the independent auditors.
- Pre-approve all audit services and all permitted audit-related services, tax services and other non-audit services to be performed by the Company's independent auditors. The Committee may delegate its pre-approval authority for these services to one or more members, whose decisions shall be presented to the full Committee at its scheduled meetings. Each of these services must receive specific pre-approval by the Committee unless the Committee has provided general pre-approval for such category of services in accordance with policies and procedures that comply with applicable laws and regulations.
- Consider whether or not the firm used as the independent auditors should be rotated every five years and require that the independent auditors rotate the lead audit partner and the reviewing audit partner on the Company's account every five years.

- ❑ Set guidelines consistent with applicable law for the Company's hiring of employees or former employees of the independent auditors who were engaged on the Company's account.
- ❑ At least annually, obtain and review a report by the independent auditors describing such firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.
- ❑ Review with the management of the Company and the independent auditors the Form 10-Q prior to its filing, including a discussion with the independent auditors of the matters required to be discussed by PCAOB Auditing Standards No. 16, Communications with Audit Committee ("AS 16").
- ❑ Review and discuss with management and the independent auditors the Company's annual financial statements, including evaluations of the quality of accounting principles and disclosures and the reasonableness of significant estimates, as required by AS 16. Review any changes in accounting principles. Recommend to the Board the inclusion of such financial statements in the annual report to shareholders and the Form 10-K.
- ❑ Discuss the type of information disclosed in earnings press releases, and to rating agencies and analysts (including as earnings guidance).
- ❑ Periodically review separately with the internal auditors, the independent auditors and management the adequacy and effectiveness of the Company's accounting and financial policies and procedures, its internal controls over financial reporting, and review any material recommendations for the improvement of such internal controls or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to prevent or expose any payments, transactions, or procedures that might be deemed illegal or improper. Review as necessary with the Company's General Counsel any legal matters or compliance issues that may have a material impact on the financial statements.
- ❑ Instruct the independent auditors to report directly to the Committee any problems or difficulties incurred in connection with the audit, including any disagreements with management.
- ❑ Review with management and the independent auditors (together and/or separately, as appropriate) the results of the independent auditors' audit of the financial statements and their report thereon, any significant changes required in the independent auditors' audit plan, the existence of significant estimates and judgments underlying the financial statements, the critical accounting policies used in the financial statements, insider and affiliated party transactions and potential conflicts of interest, and other matters related to the conduct of the audit, which are to be communicated to the committee under generally accepted auditing standards.

### **Internal Controls**

Periodically meet and review with the senior internal auditor, who will have direct access to the Committee, the internal reports to management prepared by the internal auditing department and any findings of major significance stemming from internal audits. Discuss risk assessment and risk management with management and the senior internal auditor. Review and evaluate the effectiveness of the Company's process for assessing significant risks or exposures and the steps management has taken to minimize such risks to the Company. Discuss any disclosures provided by the Chief Executive Officer or the Chief Financial Officer to the Committee regarding (i) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to

adversely affect the Company's ability to record, process, summarize, and report financial information and (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting. Additionally, the Committee will perform the following:

- Approve the Internal Audit Department's Charter.
- Approve the risk-based Internal Audit Plan.
- Approve and monitor the Internal Audit Department's annual resource plan.
- Receive communications from the Internal Audit Director on the Internal Audit Department's performance relative to its plan and other matters.
- Approve decisions regarding the appointment, performance and removal of the Internal Audit Director.
- Make appropriate inquiries of management and the Internal Audit Director to determine whether there is in appropriate scope or resource limitations.

### **Corporate Compliance Process**

Approve for recommendation to the Board the Company's policies and procedures regarding compliance with the law and with significant Company policies. Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, auditing matters and the confidential, anonymous submissions by employees of concerns regarding accounting and auditing matters.

### **Other Committee Responsibilities**

Consult with the Chairman of the Board, the Chief Executive Officer, or the Board regarding the investigation of any matter brought to its attention within the scope of its duties. If necessary, the Audit Committee is empowered to retain legal counsel or other persons having special competence to assist the Audit Committee in fulfilling its responsibilities, the expenses of which shall be paid by the Company. The Audit Committee shall expect the full cooperation of all employees and representatives of the Company. Cause to be prepared such reports relating to the Audit Committee as may be required to be included in the Company's proxy statements by the rules of the Securities and Exchange Commission. Monitor submission to the New York Stock Exchange of such written affirmations regarding the Audit Committee as may be required by the rules of the New York Stock Exchange. Submit the minutes of all meetings of the Audit Committee to, or discuss the matters discussed at each committee meeting with, the Board.